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**AIR MAIL**

Rule 12g3-2(b) File No. 82-5110

Office of International Corporation Finance  
Division of Corporation Finance  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
U.S.A.



SUPPL

09 July 2002

Dear Sir/Madam

**Lattice Group plc**  
**Rule 12g3-2(b) File No. 82-5110**

The enclosed Stock Exchange Announcements are being furnished to the Securities and Exchange Commission (the "SEC") on behalf of Lattice Group plc ("the Company") pursuant to the exemption from the Securities Exchange Act of 1934 (the "Act") afforded by Rule 12g3-2(b) thereunder.

This information is being furnished under paragraph (1) of Rule 12g3-2(b) with the understanding that such information and documents will not be deemed to be "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Act and that neither this letter nor the furnishing of such information and documents shall constitute an admission for any purpose that the Company is subject to the Act.

Yours faithfully,

Andrew Poole  
Assistant Secretary

cc Pamela Gibson  
Shearman & Sterling

Enclosures

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JUL 23 2002

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FINANCIAL

*Handwritten initials and date: Jlu 7/17*



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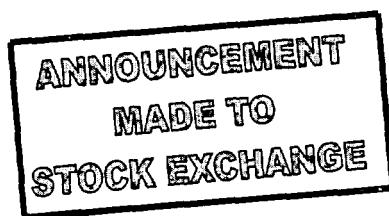
**Lattice Group plc**

**NOTIFICATION OF CHANGE TO DIRECTOR'S INTERESTS IN SHARES**

The Company has today been notified that on 18 June 2002, in line with standing instructions, 63 Lattice Group plc ordinary shares of 10p each were purchased at 176.49p per share and credited to the shareholding of Ken Harvey, Non-executive Director, following reinvestment of the Lattice Group second interim dividend paid on 14 June 2002.

Mr Harvey's revised beneficial holding is now 2,162 Lattice Group plc ordinary shares of 10p each.

19 June 2002



Rule 12g3-2(b) File No. 82-5110

2 July 2002

## **LATTICE GROUP PLC**

### **NATIONAL GRID GROUP PLC AND LATTICE GROUP PLC**

#### **MERGER UPDATE - OFT MERGER CLEARANCE CONFIRMED**

National Grid Group plc (National Grid) and Lattice Group plc (Lattice) welcome the announcement today by The Secretary of State for Trade and Industry that she has decided not to refer the proposed merger of National Grid and Lattice (the "Merger") to the Competition Commission under the provisions of the Fair Trading Act 1973.

The Merger remains subject to the approval of shareholders of National Grid and Lattice, sanction of the Lattice scheme of arrangement by the High Court, and the satisfaction of a number of conditions including regulatory consents and approvals. National Grid and Lattice remain confident that the Merger will complete during autumn 2002.

#### **Enquiries:**

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##### **Lattice**

###### **Investor Relations**

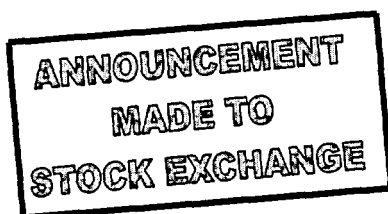
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## **Lattice Group plc**

### **Notification of Cessation of Major Interest in Shares**

On 3 July 2002, Lattice Group plc received notification from M&G Investments that Prudential plc and all of its subsidiary companies, no longer have a notifiable interest in the issued ordinary share capital of the Company.

3 July 2002